#### AMENDMENTS TO THE CLAIMS

Please amend the claims as follows.

 (Currently Amended) A method of inhibiting human stearoyl-CoA desaturase (hSCD) activity comprising contacting a source of hSCD with a compound of formula (I):

wherein:

x and y are each independently 1,-2 or 3;

W is -O-, -N(R1)-, -C(O)-, -S(O)-; (where t is 0, 1 or 2), -N(R1)S(O)2-,

 $-S(O)_2N(R^1)$ -,  $-OS(O)_2N(R^1)$ -,  $-C(O)N(R^1)$ -,  $-OC(O)N(R^1)$ -,  $-C(S)N(R^1)$ -,  $-OC(S)N(R^1)$ -,  $-N(R^1)C(O)$ - or  $-N(R^1)C(O)N(R^1)$ -;

V is -C(O)-, -C(S)-,  $-C(O)N(R^1)$ -, -C(O)O-,  $-S(O)_2$ -,  $-S(O)_2N(R^1)$ - or  $-C(R^{11})$ H-; each  $R^1$  is independently selected from the group consisting of hydrogen,

C1-C12alkyl, C2-C12hydroxyalkyl, C4-C12cycloalkylalkyl and C7-C19aralkyl;

 $\mathsf{R}^2$  is selected from the group consisting of  $\mathsf{C}_1\text{-}\mathsf{C}_{12}$ alkyl,  $\mathsf{C}_2\text{-}\mathsf{C}_{12}$ alkenyl,

C<sub>2</sub>-C<sub>12</sub>hydroxyalkyl, C<sub>2</sub>-C<sub>12</sub>hydroxyalkenyl, C<sub>2</sub>-C<sub>12</sub>alkoxyalkyl, C<sub>3</sub>-C<sub>12</sub>cycloalkyl,

 $C_4\text{--}C_{12}\text{cycloalkylalkyl}, \text{ aryl, } C_7\text{--}C_{19}\text{aralkyl, } C_3\text{--}C_{12}\text{heterocyclyl, } C_3\text{--}C_{12}\text{heterocyclylalkyl, } \\ C_7\text{--}C_7\text{-heteroaryl, } \text{ and } C_3\text{--}C_{12}\text{heteroarylalkyl; } \\$ 

or R<sup>2</sup> is a multi-ring structure having 2 to 4 rings wherein the rings are independently selected from the group consisting of cycloalkyl, heterocyclyl, aryl and heteroaryl and where some or all of the rings may be fused to each other;

 $R^3 \ is \ selected from the group consisting of $C_1\text{-}C_12 \text{alkyl}$, $C_2\text{-}C_12 \text{alkenyl}$, $C_2\text{-}C_{12} \text{hydroxyalkyl}$, $C_2\text{-}C_{12} \text{hydroxyalkenyl}$, $C_2\text{-}C_{12} \text{alkoxyalkyl}$, $C_3\text{-}C_{12} \text{cycloalkyl}$, $C_4\text{-}C_{12} \text{cycloalkyl}$, aryl, $C_7\text{-}C_{19} \text{aralkyl}$, $C_3\text{-}C_{12} \text{heterocyclyl}$, $C_3\text{-}C_{12} \text{heterocyclylalkyl}$, $C_4\text{-}C_4\text{-}h \text{eteroaryl}$ and $C_3\text{-}C_4\text{-}h \text{eteroaryl}$ an$ 

or R<sup>3</sup> is a multi-ring structure having 2 to 4 rings wherein the rings are independently selected from the group consisting of cycloalkyl, heterocyclyl, aryl and heteroaryl and where some or all of the rings may be fused to each other;

 $R^4$ ,  $R^5$  and  $R^8$  are each independently selected from hydrogen, fluoro, chloro, methyl, methoxy, trifluoromethyl, cyano, nitro or -N( $R^{13}$ )<sub>2</sub>;

 $R^7$ ,  $R^{7a}$ ,  $R^8$ ,  $R^{8a}$ ,  $R^9$ ,  $R^{9a}$ ,  $R^{10}$  and  $R^{10a}$  are each independently selected from hydrogen or Cr-C<sub>7</sub>alkyt,

or  $R^7$  and  $R^{7a}$  together, or  $R^9$  and  $R^{8a}$  together, or  $R^9$  and  $R^{9a}$  together, or  $R^{40}$  and  $R^{10a}$  together are an exe-group, provided that when V is -C(O),  $R^7$  and  $R^{7a}$  together or  $R^8$  and  $R^{8a}$  together do not form an exe-group, while the remaining  $R^7$ ,  $R^{7a}$ ,  $R^8$ ,  $R^{8a}$ ,  $R^9$ ,  $R^$ 

or one of R<sup>10</sup>-R<sup>10a</sup>-R<sup>2</sup>-and R<sup>2a</sup>-together with one of R<sup>8</sup>-R<sup>1a</sup>-R<sup>9</sup>-and R<sup>6a</sup>-form an alkylene-bridge, while the remaining R<sup>10</sup>-R<sup>10</sup>-R<sup>10</sup>-R<sup>2</sup>-R<sup>2</sup>-R<sup>3</sup>-R<sup>8</sup>-R<sup>8</sup>-R<sup>9</sup>-and R<sup>8a</sup>-are each independently selected from hydrogen or C<sub>2</sub>-C<sub>3</sub>alkyl;

R11 is hydrogen or C1-C3alkyl; and

each R13 is independently selected from hydrogen or C1-C6alkyl;

a stereoisomer, enantiomer or tautomer thereof, a pharmaceutically acceptable salt thereof, a pharmaceutical composition thereof or a prodrug thereof.

 (Currently Amended) A method of treating a disease or condition mediated by stearoyl-CoA desaturase (SCD) in a mammal, wherein the method comprises administering to the mammal in need thereof a therapeutically effective amount of a compound of formula (I):

wherein:

x and y are each independently 1, 2 or 3;

 $W \text{ is } -O_-, -N(R^1)_{-}, -C(O)_-, -S(O)_{-}; \text{ (where t is } 0, 1 \text{ or } 2), -N(R^1)_S(O)_{2^-}, \\ -S(O)_2N(R^1)_-, -C(O)N(R^1)_-, -OC(O)N(R^1)_-, -C(S)N(R^1)_-, -OC(S)N(R^1)_-, -N(R^1)_C(O)_- \text{ or } (-1)_{-}, -N(R^1)_{-}, -N(R^1$ 

## -N(R1)C(O)N(R1)-;

V is -C(O)-, -C(S)-, -C(O)N(R¹)-, -C(O)O-, -S(O)<sub>Z\*</sub>, -S(O)<sub>Z</sub>N(R¹)- or -C(R¹¹)H-; each R¹ is independently selected from the group consisting of hydrogen,

 $C_1\text{--}C_{12}\text{alkyl},\ C_2\text{--}C_{12}\text{hydroxyalkyl},\ C_4\text{--}C_{12}\text{cycloalkylalkyl}\ \text{and}\ C_7\text{--}C_{19}\text{aralkyl};$ 

 $R^2 \text{ is selected from the group consisting of } C_1\text{-}C_12\text{alkyl}, C_2\text{-}C_12\text{alkenyl}, \\ C_2\text{-}C_{12}\text{hydroxyalkyl}, C_2\text{-}C_{12}\text{hydroxyalkenyl}, C_2\text{-}C_{12}\text{alkoxyalkyl}, C_3\text{-}C_{12}\text{cycloalkyl}, \\ C_4\text{-}C_{12}\text{cycloalkylalkyl}, \text{aryl}, C_7\text{-}C_{19}\text{aralkyl}, C_3\text{-}C_{12}\text{heterocyclyl}, C_3\text{-}C_{12}\text{heterocyclylalkyl}, \\ C_1\text{-}C_{12}\text{heteroaryl}, \text{and } C_3\text{-}C_{12}\text{heteroarylalkyl}; \\ C_1\text{-}C_{12}\text{-}C_{12}\text{heteroaryl}, \\ C_2\text{-}C_{12}$ 

or  $R^2$  is a multi-ring structure having 2 to 4 rings wherein the rings are independently selected from the group consisting of cycloalkyl, heterocyclyl, aryl and heteroaryl and where some or all of the rings may be fused to each other;

 $R^3 \text{ is selected from the group consisting of $C_1\text{-}C_{12}$alkyl, $C_2\text{-}C_{12}$alkenyl, $C_2\text{-}C_{12}$alkenyl, $C_2\text{-}C_{12}$alkenyl, $C_2\text{-}C_{12}$alkenyl, $C_2\text{-}C_{12}$alkenyl, $C_3\text{-}C_{12}$cycloalkyl, $C_3\text{-}C_{12}$cycloalkyl, anyl, $C_7\text{-}C_{19}$aralkyl, $C_3\text{-}C_{12}$heterocyclyl, $C_3\text{-}C_{12}$heterocyclylalkyl, $C_7\text{-}C_{12}$heteroanyl and $C_3\text{-}C_{12}$heteroanylalkyl;}$ 

or  $\mathbb{R}^3$  is a multi-ring structure having 2 to 4 rings wherein the rings are independently selected from the group consisting of cycloalkyl, heterocyclyl, aryl and heteroaryl and where some or all of the rings may be fused to each other;

 $R^4, R^5 \ \text{and} \ R^6 \ \text{are each independently selected from hydrogen, fluoro, chloro,} \\ methyl, methoxy, trifluoromethyl, cyano, nitro or -N(R^{13})_2;$ 

 $R^7,\,R^{7a},\,R^8,\,R^{8a},\,R^9,\,R^{9a},\,R^{10}$  and  $R^{10a}$  are each independently selected from

hydrogen or  $C_1$ - $C_3$ alkyl;  $er R^7 - and R^{7a} - together, or R^8 - and R^{8a} - together, or R^9 - and R^{8a} - together, or R^9 - and R^{8a} - together, or R^9 - and R^{8a} - together - an exo-group, previded that when <math>V$  is -C(O),  $R^7$  and  $R^{8a}$  - together or  $R^8$  and  $R^{8a}$ - together do not form an exo-group, while the remaining  $R^7$ ,  $R^{7a}$ ,  $R^8$ ,  $R^8$ ,  $R^8$ ,  $R^{8a}$ ,  $R^9$ ,  $R^{8a}$ ,  $R^{9a}$ ,  $R^{9a$ 

er one of  $\mathbb{R}^{10}$ ,  $\mathbb{R}^{10a}$ ,  $\mathbb{R}^7$ , and  $\mathbb{R}^{7a}$  together with one of  $\mathbb{R}^8$ ,  $\mathbb{R}^{8a}$ ,  $\mathbb{R}^8$  and  $\mathbb{R}^{9a}$ -form an alkylene bridge, while the remaining  $\mathbb{R}^{10}$ ,  $\mathbb{R}^7$ ,  $\mathbb{R}^{7a}$ ,  $\mathbb{R}^8$ ,  $\mathbb{R}^8$ ,  $\mathbb{R}^9$ , and  $\mathbb{R}^{9a}$  are each independently selected from hydrogen or  $\mathbb{C}_3$ .  $\mathbb{C}_3$  alkyli:

R11 is hydrogen or C₁-C₃alkyl; and

R<sup>103</sup>-are each independently selected from hydrogen or C<sub>4</sub>-C<sub>2</sub>alkyl;

each R<sup>13</sup> is independently selected from hydrogen or C<sub>1</sub>-C<sub>6</sub>alkyl;

a stereoisomer, enantiomer or tautomer thereof, a pharmaceutically acceptable salt thereof, a pharmaceutical composition thereof or a prodrug thereof.

(Original) The method of Claim 2 wherein the mammal is a human.

- 4. (Currently Amended) The method of Claim 3 wherein the disease or condition is selected from the group consisting of Type II diabetes, impaired glucose tolerance, insulin resistance, obesity, fatty liver, non-alcoholic steatohepatitis, dyslipidemia, acne, and metabolic syndrome and any combination of these.
- (Original) The method of Claim 4 wherein the disease or condition is Type II diabetes.
  - 6. (Original) The method of Claim 4 wherein the disease or condition is obesity.
- (Original) The method of Claim 4 wherein the disease or condition is metabolic syndrome.
  - 8. (Original) The method of Claim 4 wherein the disease or condition is fatty liver.
- (Original) The method of Claim 4 wherein the disease or condition is non-alcoholic steatohepatitis.
  - (Currently Amended) A compound of formula (IIa):

$$R^{2} = \begin{pmatrix} R^{4} & R^{5}_{R^{10}} & R^{10} & R^{7}_{R^{7a}} \\ N & N & N & N & N & N & N \\ R^{6}_{R^{9}} & R^{9}_{R^{9}} & R^{8a} & R^{3} & N & N & N & N \\ R^{6}_{R^{9}} & R^{9}_{R^{9}} & R^{8a} & R^{3}_{R^{8a}} & R^{3}_{R^{8a}} & N & N & N & N & N \\ R^{6}_{R^{9}} & R^{9}_{R^{9}} & R^{8a}_{R^{8a}} & R^{8a}_{R^{8a}} & R^{8a}_{R^{8a}} & N & N & N & N & N \\ R^{6}_{R^{9}} & R^{9}_{R^{9}} & R^{8a}_{R^{9}} & R^{8a}_{$$

wherein:

x and v are each independently 1, 2 or 3;

R<sup>1</sup> is selected from the group consisting of hydrogen, C<sub>1</sub>-C<sub>12</sub>alkyl, C<sub>2</sub>-C<sub>12</sub>hydroxyalkyl, C<sub>4</sub>-C<sub>12</sub>cycloalkylalkyl and C<sub>7</sub>-C<sub>19</sub>aralkyl;

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 $R^2$  is selected from the group consisting of  $C_7 - C_{12}$ alkyl,  $C_3 - C_{12}$ alkenyl,  $C_7 - C_{12}$ hydroxyalkyl,  $C_1 - C_{12}$ alkoxy,  $C_2 - C_{12}$ alkoxyalkyl,  $C_3 - C_{12}$ hydroxyalkenyl,  $C_3 - C_{12}$ cycloalkylalkyl,  $C_{13} - C_{19}$ aralkyl,  $C_1 - C_{12}$ cycloalkylalkyl,  $C_{13} - C_{19}$ aralkyl,  $C_1 - C_{12}$ cheteroarylalkyl, provided that  $R^2$  is not pyrazinyl, pyridinonyl, pyrrolidinone or imidazolyl;

or R<sup>2</sup> is a multi-ring structure having 2 to 4 rings wherein the rings are independently selected from the group consisting of cycloalkyl, heterocyclyl, aryl and heteroaryl, where some or all of the rings may be fused to each other;

 $R^3 \ is \ selected from the group consisting of $C_3-C_{12} alkyl, $C_3-C_{12} alkenyl, $C_3-C_{12} alkenyl, $C_3-C_{12} \ hydroxyalkyl, $C_3-C_{12} \ hydroxyalkenyl, $C_3-C_{12} alkoxy, $C_3-C_{12} alkoxyalkyl, $C_3-C_{12} \ cycloalkyl, $C_3-C_{12} \ hydroxyalkyl, $C_3-C_{12} \ heterocyclyl, $C_3-C_{12} \ heterocyclylalkyl, $C_1-C_{12} \ heteroxyl and $C_3-C_{12} \ heteroxyl and $C_3-C_{12} \ heteroxyl alkyl, $C_3-C_{12} \ heteroxyl and $C_3-C_{12} \ heteroxyl alkyl, $C_3-C_{12} \ heteroxyl and $C_3-C_{12} \ heteroxyl alkyl, $C_3-C_{12} \ heteroxyl alkyl, $C_3-C_{12} \ heteroxyl and $C_3-C_{12} \ heteroxyl alkyl, $C_3-C_{12} \ heteroxyl al$ 

R<sup>4</sup>, R<sup>5</sup> and R<sup>6</sup> are each independently selected from hydrogen, fluoro, chloro, methyl, methoxy, trifluoromethyl, cyano, nitro or -N(R<sup>13</sup>)<sub>2</sub>;

 $R^7$ ,  $R^{7a}$ ,  $R^8$ ,  $R^{8a}$ ,  $R^9$ ,  $R^{9a}$ ,  $R^{10}$ , and  $R^{10a}$  are each independently selected from hydrogen or  $C_1$ - $C_2$ alkyl;

or  $R^9$  and  $R^{9a}$ -together, or  $R^{10}$  and  $R^{10a}$ -together form an exe group, while the remaining  $R^7$ ,  $R^{7a}$ ,  $R^8$ ,  $R^{9a}$ ,  $R^{9a}$ ,  $R^{10}$ , and  $R^{10a}$  are each independently-selected from hydrogen or  $C_2$ .  $C_3$  alkyli

or one of  $R^7$ ,  $R^{7a}$ ,  $R^{1a}$  and  $R^{10a}$ , together with one of  $R^8$ ,  $R^8$ ,  $R^9$  and  $R^{9a}$ , form an alkylene bridge, while the remaining  $R^{10}$ ,  $R^{1a}$ ,  $R^7$ ,  $R^7$ ,  $R^8$ ,  $R^8$ ,  $R^9$ , and  $R^{9a}$  are each independently selected from hydrogen or  $C_3$ - $C_3$ alkyl; and

each  $R^{13}$  is independently selected from hydrogen or  $C_1$ - $C_0$ alkyl; a stereoisomer, enantiomer or tautomer thereof, a pharmaceutically acceptable salt thereof, a pharmaceutical composition thereof or a prodrug thereof.

11. (Original) The compound of Claim 10 wherein:

x and v are each 1:

R<sup>1</sup> is hydrogen or C<sub>1</sub>-C<sub>6</sub>alkyl;

 $R^2$  is selected from the group consisting of  $C_7$ – $C_{12}$ alkyl,  $C_3$ – $C_{12}$ alkenyl,  $C_7$ – $C_{12}$ hydroxyalkyl,  $C_2$ – $C_{12}$ alkoxyalkyl,  $C_3$ – $C_{12}$ hydroxyalkenyl,  $C_3$ – $C_{12}$ cycloalkyl,  $C_4$ – $C_{12}$ cycloalkylalkyl,  $C_1$ 3– $C_1$ 9aralkyl,  $C_3$ – $C_1$ 2heterocyclylalkyl, and  $C_3$ – $C_1$ 2heteroarylalkyl;  $R^3$  is selected from the group consisting of  $C_3$ – $C_{12}$ alkyl,  $C_3$ – $C_1$ 2alkenyl,

C<sub>3</sub>-C<sub>12</sub>hydroxyalkyl, C<sub>3</sub>-C<sub>12</sub>hydroxyalkenyl, C<sub>3</sub>-C<sub>12</sub>alkoxy, C<sub>3</sub>-C<sub>12</sub>alkoxyalkyl, C<sub>3</sub>-C<sub>12</sub>cycloalkyl,

 $C_{4}-C_{12}\\ cycloalkylalkyl, \ aryl, \ C_{7}-C_{19}\\ aralkyl, \ C_{3}-C_{12}\\ heterocyclyl, \ C_{3}-C_{12}\\ heterocyclylalkyl, \ C_{1}-C_{12}\\ heteroaryl \ and \ C_{3}-C_{12}\\ heteroarylalkyl;$ 

R<sup>4</sup>, R<sup>5</sup> and R<sup>6</sup> are each hydrogen; and R<sup>7</sup>, R<sup>7a</sup>, R<sup>8</sup>, R<sup>8a</sup>, R<sup>9</sup>, R<sup>9a</sup>, R<sup>10</sup>, and R<sup>10a</sup> are each hydrogen.

- 12. (Original) A method of treating a disease or condition mediated by stearoyl-CoA desaturase (SCD) in a mammal, wherein the method comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of Claim 10.
- (Original) A pharmaceutical composition comprising a pharmaceutically acceptable excipient and a therapeutically effective amount of a compound of Claim 10.
  - 14. (Currently Amended) A compound of formula (IIb):

$$\mathbb{R}^{1} = \mathbb{R}^{4} + \mathbb{R}^{5} \mathbb{R}^{10a} \mathbb{R}^{70} \mathbb{R}^{7a}$$

$$\mathbb{R}^{1} + \mathbb{R}^{7a} \mathbb{R}^{7a}$$

$$\mathbb{R}^{2} + \mathbb{R}^{3a} \mathbb{R}^{3a} \mathbb{R}^{3a}$$

$$\mathbb{R}^{3} + \mathbb{R}^{3a} \mathbb{R}^{3a}$$

$$\mathbb{R}^{3} + \mathbb{R}^{3a} \mathbb{R}^{3a}$$

$$\mathbb{R}^{3} + \mathbb{R}^{3a} \mathbb{R}^{3a} \mathbb{R}^{3a}$$

wherein:

x and y are each independently 1-2 or 3;

R1 is selected from the group consisting of hydrogen, C1-C12alkyl,

C2-C12hydroxyalkyl, C4-C12cycloalkylalkyl and C7-C19aralkyl;

R<sup>2</sup> is selected from the group consisting of C<sub>1</sub>-C<sub>12</sub>alkyl, C<sub>2</sub>-C<sub>12</sub>alkenyl,

 $C_2\text{-}C_{12}\text{hydroxyalkyl},\ C_2\text{-}C_{12}\text{hydroxyalkenyl},\ C_4\text{-}C_6\text{alkoxy},\ C_3\text{-}C_{12}\text{alkoxyalkyl},\ C_3\text{-}C_{12}\text{cycloalkyl},\ C_4\text{-}C_6\text{alkoxy},\ C_7\text{-}C_9\text{alkoxyalkyl},\ C_9\text{-}C_{12}\text{-}C_9\text{-$ 

C<sub>4</sub>-C<sub>12</sub>cycloalkylalkyl, C<sub>7</sub>-C<sub>19</sub>aralkyl, C<sub>3</sub>-C<sub>12</sub> heterocyclyl, C<sub>3</sub>-C<sub>12</sub>heterocyclylalkyl,

C1-C12heteroaryl and C3-C12heteroarylalkyl;

or  $R^2$  is phenyl optionally substituted with one or more substituents selected from halo and  $C_1$ - $C_n$ trihaloalkyl;

or  $R^2$  is a multi-ring structure having 2 to 4 rings wherein the rings are independently selected from the group consisting of cycloalkyl, heterocyclyl, aryl and heteroaryl, where some or all of the rings may be fused to each other;

 $R^3$  is phenyl optionally substituted by one or more substituents selected from the group consisting of halo, cyano, nitro, hydroxy,  $C_1\text{-}C_6\text{ellkyl},\,C_1\text{-}C_6\text{trihaloalky},\,C_1\text{-}C_6\text{trihaloalky},\,C_1\text{-}C_6\text{lkyl},\,c_1\text{-}C(0)R^{12},\,-C(0)R^{12},\,-C(0)R^{12},\,-S(0)_2N(R^{12})_2,\,\text{cycloalkyl},\,\text{heterocyclyl},\,\text{heteroaryl}\,\text{and}\,\text{heteroarylcycloalkyl},\,\text{provided}\,\text{that}\,\,R^3\,\text{is not phenyl substituted}\,\text{with optionally}\,\text{substituted}\,\text{thienyl};$ 

 $R^4$ ,  $R^5$  and  $R^5$  are each independently selected from hydrogen, fluoro, chloro, methyl, methoxy, trifluoromethyl, cyano, nitro or -N( $R^{15}$ )<sub>2</sub>;

 $R^7$ ,  $R^7$ e,  $R^8$ ,  $R^{9}$ e,  $R^9$ ,  $R^{9}$ e,  $R^{10}$ , and  $R^{10a}$  are each independently selected from hydrogen or Cr-Calkvl:

or  $R^9$  and  $R^{9a}$ -together, or  $R^{10}$ -and  $R^{10a}$ -together form an oxo-group, while the remaining  $R^7$ ,  $R^{7a}$ ,  $R^9$ ,  $R^{9a}$ ,  $R^9$ ,  $R^{10}$ , and  $R^{10a}$  are each independently-selected from hydrogen or  $C_4$ ,  $C_3$ alkyli,

er one of  $R^2$ ,  $R^{2a}$ ,  $R^{4a}$  and  $R^{4aa}$ , together with one of  $R^8$ ,  $R^{8a}$ ,  $R^9$  and  $R^{6a}$ , form an alkylene bridge, while the remaining  $R^{4a}$ ,  $R^{4aa}$ ,  $R^{2a}$ ,  $R^{2a}$ ,  $R^8$ ,  $R^9$ , and  $R^{6a}$  are each independently-selected from hydrogen or  $G_4$ - $G_5$ alkyl; and

each  $R^{12}$  is independently selected from hydrogen,  $C_1$ - $C_8$ alkyl,  $C_3$ - $C_8$ cycloalkyl, aryl or aralkyl; and

each R13 is independently selected from hydrogen or C1-Csalkyl;

a stereoisomer, enantiomer or tautomer thereof, a pharmaceutically acceptable salt thereof, a pharmaceutical composition thereof or a prodrug thereof.

15. (Original) The compound of Claim 14 wherein:

x and y are each 1;

R<sup>1</sup> is hydrogen or C<sub>1</sub>-C<sub>6</sub>alkyl;

 $R^2 is selected from the group consisting of C_1-C_{12}alkyl, C_2-C_{12}alkenyl, \\ C_2-C_{12}hydroxyalkyl, C_2-C_{12}hydroxyalkenyl, C_1-C_6alkoxy, C_3-C_{12}alkoxyalkyl, C_3-C_{12}cycloalkyl, \\ C_4-C_{12}cycloalkylalkyl, C_7-C_{19}aralkyl, C_3-C_{12} heterocyclyl, C_3-C_{12}heterocyclylalkyl, \\ C_1-C_{12}heteroaryl and C_3-C_{12}heteroarylalkyl; \\ C_1-C_{12}heteroaryl and C_3-C_{12}heteroarylalkyl; \\ C_1-C_{12}heteroarylalkyl; \\ C_2-C_{12}heteroarylalkyl; \\ C_3-C_{12}heteroarylalkyl; \\ C_3-C_{12}heter$ 

or  $R^2$  is phenyl optionally substituted with one or more substituents selected from halo and  $C_1$ - $C_6$ trihaloalkyl;

 $R^3$  is phenyl optionally substituted by one or more substituents selected from the group consisting of halo, cyano, nitro, hydroxy,  $C_1$ - $C_0$ alkyl,  $C_1$ - $C_0$ trihaloalkyl,  $C_1$ - $C_0$ trihalo

 $R^4$ ,  $R^5$  and  $R^6$  are each hydrogen;  $R^7$ ,  $R^{7a}$ ,  $R^8$ ,  $R^8$ ,  $R^8$ ,  $R^9$ ,  $R^{10}$ , and  $R^{10a}$  are each hydrogen; and each  $R^{12}$  is independently selected from hydrogen,  $C_1$ - $C_6$ alkyl,  $C_3$ - $C_5$ cycloalkyl, aryl or aralkyl.

16. (Original) The compound of Claim 15 wherein:

 $R^2 \text{ is } C_7\text{-}C_{12} \text{aralkyl optionally substituted by one or more substituents selected} \\ \text{from the group consisting of halo, } C_1\text{-}C_3 \text{elkyl and } C_1\text{-}C_9 \text{trihaloalkyl'; and} \\$ 

 $R^3 \ \text{is phenyl optionally substituted by one or more substituents selected from the group consisting of halo, $C_1-C_6$lkyl, $C_1-C_6$trihaloalkyl and $C_1-C_6$trihaloalkoxy.}$ 

- (Original) The compound of Claim 16 selected from the group consisting of the following:
- 3-(4-Fluoro-phenyl)-N-{5-[4-(2-trifluoromethyl-benzoyl)-piperazin-1-yl]-pyridin-2-yl}propionamide;
- 4-Phenyl-N-{5-[4-(2-trifluoromethyl-benzoyl)-piperazin-1-yl]-pyridin-2-yl}-butyramide;
- 4-(4-Fluoro-phenyl)-N-{5-[4-(2-trifluoromethyl-benzoyl)-piperazin-1-yl]-pyridin-2-yl}-butyramide; and
- 3-Phenyl-N-{5-[4-(2-trifluoromethyl-benzoyl)-piperazin-1-yl]-pyridin-2-yl}-propionamide.
  - (Original) The compound of Claim 15 wherein:

R2 is C1-C12alkyl or C2-C12alkenyl; and

 $R^3$  is phenyl optionally substituted by one or more substituents selected from the group consisting of halo,  $C_1$ - $C_6$ trihaloalkyl and  $C_1$ - $C_6$ trihaloalkyv.

 (Original) The compound of Claim 18 selected from the group consisting of the following:

Hexanoic acid {5-[4-(2-trifluoromethyl-benzoyl)-piperazin-1-yl]-pyridin-2-yl]-amide; Heptanoic acid {5-[4-(2-trifluoromethyl-benzoyl)-piperazin-1-yl]-pyridin-2-yl]-amide; and 5-Methylpentanoic acid {5-[4-(2-trifluoromethyl-benzoyl)-piperazin-1-yl]-pyridin-2-yl]-amide.

(Original) The compound of Claim 15 wherein:
 R<sup>2</sup> is C<sub>3</sub>-C<sub>1</sub>-heteroarylalkyl optionally substituted by one or more substituents

selected from the group consisting of halo, C₁-C₃alkyl and C₁-C₅trihaloalkyl; and

 $R^3 \ is \ phenyl \ optionally \ substituted \ by \ one \ or \ more \ substituents \ selected \ from \ the \ group \ consisting \ of \ halo, \ C_1-C_6 lt/l, \ C_1-C_6 lt/l, \ land \ C_1-C_6 lt/l, \ land \ C_1-C_6 lt/l, \ land \ lan$ 

- 21. (Original) The compound of Claim 20, namely, 3-Pyridin-3-yl-N-(5-[4-(2-trifluoromethyl-benzoyl)-piperazin-1-yl]-pyridin-2-yl]-propionamide.
  - 22. (Original) The compound of Claim 15 wherein:

R<sup>2</sup> is phenyl optionally substituted with one or more substituents selected from halo and C<sub>1</sub>-C<sub>4</sub>-trihaloalkvI: and

 $R^3$  is phenyl optionally substituted by one or more substituents selected from the group consisting of halo,  $C_1$ - $C_6$ alkyl,  $C_1$ - $C_6$ trihaloalkyl and  $C_1$ - $C_6$ trihaloalkoxy.

- (Original) The compound of Claim 22, namely, 4-Fluoro-N-{5-[4-(2-trifluoromethylbenzoyl)piperazin-1-yl]pyridin-2-yl}benzamide.
- 24. (Original) A method of treating a disease or condition mediated by stearoyl-CoA desaturase (SCD) in a mammal, wherein the method comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of Claim 14.
- (Original) A pharmaceutical composition comprising a pharmaceutically acceptable excipient and a therapeutically effective amount of a compound of Claim 14.
  - 26. (Currently Amended) A compound of formula (III):

wherein:

x and y are each independently 1, 2 or 3;

 $V_{a} \text{ is -C(O)-, -C(S)-, -C(O)N(R^1)-, -C(O)O-, -S(O)_{2^{-}} \text{ or -S(O)}_{2}N(R^1)-;}$  each  $R^1$  is independently selected from the group consisting of hydrogen,  $C_{1^{-}C_{12}}\text{alkyl}, \ C_{2^{-}C_{12}}\text{hydroxyalkyl}, \ C_{4^{-}C_{12}}\text{oycloalkylakyl} \ \text{and} \ C_{7^{-}C_{19}}\text{aralkyl};}$ 

 $R^2 \ is \ selected from the group consisting of \ C_1-C_{12} alkyl, \ C_2-C_{12} alkenyl, \\ C_2-C_{12} \ hydroxyalkyl, \ C_2-C_{12} \ hydroxyalkenyl, \ C_1-C_5 alkoxy, \ C_5-C_{12} \ hydroxyalkyl, \ C_3-C_{12} \ cycloalkyl, \\ C_3-C_{12} \ cycloalkyl, \ c_3-C_{12} \ hydroxyalkyl, \ C_3-C_{12} \ heterocyclyl, \ C_3-C_{12} \ heterocyclylalkyl, \\ C_1-C_{12} \ heteroaryl \ and \ C_3-C_{12} \ heteroaryl \ alkyl, \\ C_1-C_{12} \ heteroaryl \ and \ C_3-C_{12} \ heteroaryl \ alkyl, \\ C_1-C_{12} \ heteroaryl \ and \ C_3-C_{12} \ heteroaryl \ alkyl, \\ C_1-C_{12} \ heteroaryl \ and \ C_3-C_{12} \ heteroaryl \ alkyl, \\ C_1-C_{12} \ heteroaryl \ and \ C_3-C_{12} \ heteroaryl \ alkyl, \\ C_1-C_{12} \ heteroaryl \ and \ C_3-C_{12} \ heteroaryl \ alkyl, \\ C_1-C_{12} \ heteroaryl \ and \ C_3-C_{12} \ heteroaryl \ alkyl, \\ C_1-C_{12} \ heteroaryl \ alkyl, \\ C_1-$ 

or  $R^2$  is a multi-ring structure having 2 to 4 rings wherein the rings are independently selected from the group consisting of cycloalkyl, heterocyclyl, aryl and heteroaryl, where some or all of the rings may be fused to each other;

 $R^3 \text{ is selected from the group consisting of $C_1\text{-}C_{12}$alkyl, $C_2\text{-}C_{12}$alkeyl, $C_2\text{-}C_{12}$alkeyl, $C_2\text{-}C_{12}$alkeyl, $C_2\text{-}C_{12}$alkeyl, $C_2\text{-}C_{12}$alkeyl, $C_3\text{-}C_{12}$cycloalkyl, $C_3\text{-}C_{12}$cycloalkyl, $A_2\text{-}C_{12}$cycloalkyl, $A_2\text{-}C_{12}$cycloalk$ 

or  $R^3$  is a multi-ring structure having 2 to 4 rings wherein the rings are independently selected from the group consisting of cycloalkyl, heterocyclyl, aryl and heteroaryl and where some or all of the rings may be fused to each other;

 $R^4$ ,  $R^5$  and  $R^8$  are each independently selected from hydrogen, fluoro, chloro, methyl, methoxy, trifluoromethyl, cyano, nitro or -N( $R^{13}$ )<sub>2</sub>;

 $R^7$ ,  $R^{7a}$ ,  $R^8$ ,  $R^{9a}$ ,  $R^9$ ,  $R^{9a}$ ,  $R^{10}$ , and  $R^{10a}$  are each independently selected from hydrogen or  $C_1$ - $C_3$ alkyl;

or  $\mathbb{R}^7$  and  $\mathbb{R}^{7a}$  together, or  $\mathbb{R}^8$  and  $\mathbb{R}^{8a}$  together, or  $\mathbb{R}^9$  and  $\mathbb{R}^{9a}$  together, or  $\mathbb{R}^{10}$  and  $\mathbb{R}^{10a}$  together are an exe group, provided that when  $V_a$  is C(O),  $\mathbb{R}^7$  and  $\mathbb{R}^{7a}$  together or  $\mathbb{R}^8$  and  $\mathbb{R}^{8a}$  together do not form an exe group, while the remaining  $\mathbb{R}^7$ ,  $\mathbb{R}^{7a}$ ,  $\mathbb{R}^8$ ,  $\mathbb{R}^{8a}$ ,  $\mathbb{R}^9$ ,  $\mathbb{R}^{8a}$ ,

or one of  $R^{10}$ ,  $R^{10}$ ,  $R^{2}$ , and  $R^{2}$  together with one of  $R^{9}$ ,  $R^{9}$ ,  $R^{9}$  and  $R^{29}$  form an alkylene bridge, while the remaining  $R^{10}$ ,  $R^{10}$ ,  $R^{7}$ ,  $R^{7}$ ,  $R^{9}$ ,  $R^{9}$ ,  $R^{9}$ , and  $R^{99}$  are each independently selected from hydrogen or  $C_{2}$ - $C_{3}$ alkyl $_{1}$ ; and

each R13 is independently selected from hydrogen or C1-C6alkyl;

a stereoisomer, enantiomer or tautomer thereof, a pharmaceutically acceptable salt thereof, a pharmaceutical composition thereof or a prodrug thereof.

#### 27. (Original) The compound of Claim 26 wherein:

x and y are each 1;

V<sub>o</sub> is -C(O)-:

R1 is hydrogen or C1-C6alkyl;

 $R^2 is selected from the group consisting of C_1-C_{12}alkyl, C_2-C_{12}alkenyl, \\ C_2-C_{12}hydroxyalkyl, C_2-C_{12}hydroxyalkenyl, C_1-C_6alkoxy, C_3-C_{12}alkoxyalkyl, C_3-C_{12}cycloalkyl, \\ C_4-C_{12}cycloalkylalkyl, aryl, C_7-C_{16}aralkyl, C_3-C_{12} heterocyclyl, C_3-C_{12}heterocyclylalkyl, \\ C_1-C_{12}heteroaryl and C_3-C_{12}heteroarylalkyl; \\$ 

 $R^3 \ \text{is selected from the group consisting of $C_1\text{-}C_{12}$alkyl, $C_2\text{-}C_{12}$alkenyl, $C_2\text{-}C_{12}$alkenyl, $C_2\text{-}C_{12}$bydroxyalkyl, $C_2\text{-}C_{12}$bydroxyalkenyl, $C_2\text{-}C_{12}$alkexyalkyl, $C_3\text{-}C_{12}$cycloalkyl, $C_4\text{-}C_{12}$cycloalkylalkyl, aryl, $C_7\text{-}C_{19}$aralkyl, $C_3\text{-}C_{12}$heterocyclyl, $C_3\text{-}C_{12}$heterocyclylalkyl, $C_1\text{-}C_{12}$heteroaryl and $C_3\text{-}C_{12}$heteroarylalkyl;}$ 

R4, R5 and R6 are each hydrogen; and

 $R^7$ ,  $R^{7a}$ ,  $R^8$ ,  $R^{8a}$ ,  $R^9$ ,  $R^{9a}$ ,  $R^{10}$ , and  $R^{10a}$  are each hydrogen.

28. (Original) The compound of Claim 27 wherein:

 $R^3$  is phenyl optionally substituted by one or more substituents selected from the group consisting of halo, cyano, nitro, hydroxy,  $C_1\text{-}C_0\text{ellkyl}$ ,  $C_1\text{-}C_0\text{trihaloalkyy}$ ,  $C_1\text{-}C_0\text{ellkylisulfonyl}$ ,  $\text{-N(R}^{12})_2$ ,  $\text{-OC(O)R}^{12}$ ,  $\text{-C(O)OR}^{12}$ ,  $\text{-S(O)}_2\text{N(R}^{12})_2$ , cycloalkyl, heterocyclyl, heteroaryl and heteroarylcycloalkyl; and

each  $R^{12}$  is independently selected from hydrogen,  $C_1$ - $C_0$ alkyl,  $C_3$ - $C_6$ cycloalkyl, anyl or aralkyl.

29. (Original) The compound of Claim 28 wherein:

R2 is C1-C12alkyl or C2-C12alkenyl; and

 $R^3$  is phenyl optionally substituted by one or more substituents selected from the group consisting of halo,  $C_1$ - $C_6$ trihaloalkyl and  $C_1$ - $C_6$ trihaloalkyr.

30. (Original) The compound of Claim 29 selected from the group consisting of the following:

Pentane-1-sulfonic acid (5-[4-(2-trifluoromethyl-benzoyl)-piperazin-1-yl]-pyridin-2-yl]-amide; and Hexane-1-sulfonic acid (5-[4-(2-trifluoromethyl-benzoyl)-piperazin-1-yl]-pyridin-2-yl]-amide.

31. (Original) The compound of Claim 28 wherein:

 $R^2 is \ C_7 - C_{12} aralkyl \ optionally \ substituted \ by \ one \ or \ more \ substituents \ selected$  from the group consisting of halo,  $C_1$ - $C_3$ alkyl and  $C_1$ - $C_6$ trihaloalkyl; and

 $R^3$  is phenyl optionally substituted by one or more substituents selected from the group consisting of halo,  $C_1$ - $C_6$ trihaloalkyl and  $C_1$ - $C_6$ trihaloalkyz.

- 32. (Original) The compound of Claim 31, namely, 3-Phenyl-propane-1-sulfonic acid (5-[4-(2-trifluoromethyl-benzoyl)-piperazin-1-yl]-pyridin-2-yl}-amide.
- (Original) A method of treating a disease or condition mediated by stearoyl-CoA
  desaturase (SCD) in a mammal, wherein the method comprises administering to a mammal in
  need thereof a therapeutically effective amount of a compound of Claim 26.
- 34. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable excipient and a therapeutically effective amount of a compound of Claim 26.
  - 35. (Currently Amended) A compound of formula (IV):

wherein:

x and y are each independently 1, 2 or 3;

 $V_a$  is -C(O)-, -C(S)-, -C(O)N(R<sup>1</sup>)-, -C(O)O-, -S(O)<sub>2</sub>- or -S(O)<sub>2</sub>N(R<sup>1</sup>)-; each R<sup>1</sup> is independently selected from the group consisting of hydrogen,

C<sub>1</sub>-C<sub>12</sub>alkyl, C<sub>2</sub>-C<sub>12</sub>hydroxyalkyl, C<sub>4</sub>-C<sub>12</sub>cycloalkylalkyl and C<sub>7</sub>-C<sub>19</sub>aralkyl;

 $R^2 \text{ is selected from the group consisting of } C_{1^*}C_{12} \text{alkyl}, C_2^* - C_{12} \text{alkenyl}, \\ C_{2^*}C_{12} \text{hydroxyalkyl}, C_{2^*}C_{12} \text{hydroxyalkenyl}, C_{3^*}C_{12} \text{alkoxyalkyl}, C_{3^*}C_{12} \text{cycloalkyl}, \\ C_{4^*}C_{12} \text{cycloalkylalkyl}, \text{aryl}, C_{7^*}C_{19} \text{aralkyl}, C_{3^*}C_{12} \text{ heterocyclyl}, C_{3^*}C_{12} \text{heterocyclylalkyl}, \\ C_{4^*}C_{12} \text{cycloalkylalkyl}, \text{aryl}, C_{7^*}C_{19} \text{heteroarylalkyl}; \\ C_{1^*}C_{12} \text{heteroaryl}, \text{and } C_{3^*}C_{12} \text{heteroarylalkyl}; \\ C_{1^*}C_{12} \text{heteroarylalkyl}, \\ C_{1^*}C_$ 

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or  $R^2$  is a multi-ring structure having 2 to 4 rings wherein the rings are independently selected from the group consisting of cycloalkyl, heterocyclyl, anyl and heteroaryl, where some or all of the rings may be fused to each other;

 $R^3$  is selected from the group consisting of  $C_1$ - $C_1$ 2alkyl,  $C_2$ - $C_1$ 2alkenyl,  $C_2$ - $C_1$ 2bydroxyalkyl,  $C_2$ - $C_1$ 2beterocyclylalkyl,  $C_2$ - $C_1$ 2beterocyclylalkyl,  $C_2$ - $C_1$ 2beterocyclylalkyl,  $C_2$ - $C_1$ 2beterocyclylalkyl,  $C_2$ - $C_2$ 2beteroxylalkyl,  $C_3$ - $C_1$ 2beteroxylalkyl,  $C_3$ - $C_1$ 2beteroxylalkyl,  $C_2$ - $C_2$ 2beteroxylalkyl,  $C_3$ - $C_3$ 2beteroxylalkyl,  $C_3$ - $C_4$ 2beteroxylalkyl,  $C_4$ - $C_4$ 2beteroxylalk

or R<sup>s</sup> is a multi-ring structure having 2 to 4 rings wherein the rings are independently selected from the group consisting of cycloalkyl, heterocyclyl, aryl and heteroaryl and where some or all of the rings may be fused to each other;

R<sup>4</sup>, R<sup>5</sup> and R<sup>6</sup> are each independently selected from hydrogen, fluoro, chloro, methyl, methoxy, trifluoromethyl, cyano, nitro or -N(R<sup>13</sup>):

 $R^7$ ,  $R^{9}$ ,  $R^{8}$ ,  $R^{9}$ ,  $R^{9}$ ,  $R^{9}$ ,  $R^{10}$ , and  $R^{10a}$  are each independently selected from hydrogen or  $C_1$ - $C_3$ alkyl;

or  $\mathbb{R}^7$  and  $\mathbb{R}^{7a}$  together, or  $\mathbb{R}^8$  and  $\mathbb{R}^{8a}$  together, or  $\mathbb{R}^9$  and  $\mathbb{R}^{9a}$  together, or  $\mathbb{R}^{9a}$  and  $\mathbb{R}^{10a}$  together are an exercise provided that when  $V_a$  is  $-\mathbb{C}(O)$ ,  $\mathbb{R}^7$  and  $\mathbb{R}^{7a}$  together or  $\mathbb{R}^8$  and  $\mathbb{R}^{8a}$  together do not form an exe group, while the remaining  $\mathbb{R}^7$ ,  $\mathbb{R}^7$ ,  $\mathbb{R}^8$ ,  $\mathbb{R}^8$ ,  $\mathbb{R}^8$ ,  $\mathbb{R}^9$ ,  $\mathbb{R}^{10}$ , and  $\mathbb{R}^{10a}$  are each independently selected from hydrogen or  $\mathbb{C}_4$ - $\mathbb{C}_3$ alkyl;

or one of  $R^{10}$ ,  $R^{10}$ ,  $R^{2}$ , and  $R^{2a}$  together with one of  $R^{9}$ ,  $R^{10}$ ,  $R^{9}$  and  $R^{9a}$  form an alkylene bridge, while the remaining  $R^{10}$ ,  $R^{10}$ ,  $R^{2}$ ,  $R^{2}$ ,  $R^{2}$ ,  $R^{9}$ ,  $R^{9}$ , and  $R^{9a}$  are each independently selected from hydrogen or  $G_{2}$ .  $G_{2}$ alkyl $_{1}$  and

each R<sup>18</sup> is independently selected from hydrogen or C<sub>1</sub>-C<sub>8</sub>alkyl;
a stereoisomer, enantiomer or tautomer thereof, a pharmaceutically acceptable
salt thereof, a pharmaceutical composition thereof or a prodrug thereof.

36. (Original) The compound of Claim 35 wherein: x and y are each 1;

V<sub>a</sub> is -C(O)-:

each R1 is independently hydrogen or C1-C6alkyl;

 $R^3 \ is \ selected \ from \ the \ group \ consisting \ of \ C_1-C_{12} alkyl, \ C_2-C_{12} alkenyl, \\ C_2-C_{12} hydroxyalkyl, \ C_2-C_{12} hydroxyalkenyl, \ C_2-C_{12} alkoxyalkyl, \ C_3-C_{12} cycloalkyl, \\ C_4-C_{12} cycloalkylalkyl, \ aryl, \ C_7-C_{19} aralkyl, \ C_3-C_{12} heterocyclyl, \ C_3-C_{12} heterocyclylalkyl, \\ C_1-C_{12} heteroaryl \ and \ C_3-C_{12} heteroarylalkyl;$ 

R<sup>4</sup>, R<sup>5</sup> and R<sup>6</sup> are each hydrogen; and R<sup>7</sup>, R<sup>7a</sup>, R<sup>8</sup>, R<sup>8a</sup>, R<sup>9a</sup>, R<sup>10</sup>, and R<sup>10a</sup> are each hydrogen.

### 37. (Original) The compound of Claim 36 wherein:

 $R^3$  is phenyl optionally substituted by one or more substituents selected from the group consisting of halo, cyano, nitro, hydroxy,  $C_1$ - $C_6$ alkyl,  $C_1$ - $C_6$ trihaloalkyl,  $C_1$ - $C_6$ trihaloalkyl,  $C_1$ - $C_6$ alkylsulfonyl, -N( $R^{12}$ )<sub>2</sub>, -OC(O) $R^{12}$ , -C(O)O $R^{12}$ , -S(O)<sub>2</sub>N( $R^{12}$ )<sub>2</sub>, cycloalkyl, heterocyclyl, heterocyclyl, and heterocycloalkyl; and

each  $R^{12}$  is independently selected from hydrogen,  $C_1$ - $C_0$ alkyl,  $C_3$ - $C_0$ cycloalkyl, aryl or aralkyl.

# 38. (Original) The compound of Claim 37 wherein:

R2 is C1-C12alkyl or C2-C12alkenyl; and

 $R^{3} \ \text{is phenyl optionally substituted by one or more substituents selected from the} \\ \text{group consisting of halo, $C_{1}$-$C_{6}$trihaloalkyl and $C_{1}$-$C_{6}$trihaloalkyy.}$ 

 (Original) The compound of Claim 38 selected from the group consisting of the following:

1-(3-Methyl-butyl)-3-{5-[4-(2-trifluoromethyl-benzoyl)-piperazin-1-yl]-pyridin-2-yl]-urea; 1-Pentyl-3-{5-[4-(2-trifluoromethyl-benzoyl)-piperazin-1-yl]-pyridin-2-yl]-urea; and 1-Butyl-3-{5-[4-(2-trifluoromethyl-benzoyl)-piperazin-1-yl]-pyridin-2-yl]-urea.

# 40. (Original) The compound of Claim 37 wherein:

 $R^2 is \ C_{7^*} C_{12} aralkyl \ optionally \ substituted \ by \ one \ or \ more \ substituents \ selected from the group \ consisting \ of \ halo, \ C_1^* C_3 alkyl \ and \ C_1^* C_6 trihaloalkyl; \ and$ 

 $R^3$  is phenyl optionally substituted by one or more substituents selected from the group consisting of halo,  $C_1$ - $C_6$ trihaloalkyl and  $C_1$ - $C_6$ trihaloalkyxy.

41. (Original) The compound of Claim 40 selected from the group consisting of the

## following:

1-[3-(4-Fluoro-phenyl)-propyl]-3-{5-[4-(2-trifluoromethyl-benzoyl)-piperazin-1-yl]-pyridin-2-yl}-urea:

1-Phenethyl-3-{5-[4-(2-trifluoromethyl-benzoyl)-piperazin-1-yl]-pyridin-2-yl}-urea; and 1-Benzyl-3-{5-[4-(2-trifluoromethyl-benzoyl)-piperazin-1-yl]-pyridin-2-yl}-urea.

- 42. (Original) A method of treating a disease or condition mediated by stearoyl-CoA desaturase (SCD) in a mammal, wherein the method comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of Claim 35.
- 43. (Original) A pharmaceutical composition comprising a pharmaceutically acceptable excipient and a therapeutically effective amount of a compound of Claim 35.

# 44. (Currently Amended) A compound of formula (V):

$$R^{2}-W_{a} = \begin{pmatrix} R^{4} & R^{5} & R^{10a} & R^{10} & R^{7} & R^{7a} & R^{2} &$$

wherein:

x and y are each independently 1, 2 or 3;

Wa is -O-. -N(R1)- or -S(O)- (where t is 0, 1 or 2);

 $V_a$  is -C(O)-, -C(S)-, -C(O)N(R<sup>1</sup>)-, -C(O)O-, -S(O)<sub>2</sub>- or -S(O)<sub>2</sub>N(R<sup>1</sup>)-;

x and v are each independently 1, 2 or 3;

each R1 is independently selected from the group consisting of hydrogen,

C1-C12alkyl, C2-C12hydroxyalkyl, C4-C12cycloalkylalkyl and C7-C19aralkyl;

R2 is selected from the group consisting of C1-C12alkyl, C2-C12alkenyl,

C<sub>2</sub>-C<sub>12</sub>hydroxyalkyl, C<sub>2</sub>-C<sub>12</sub>hydroxyalkenyl, C<sub>3</sub>-C<sub>12</sub>alkoxyalkyl, C<sub>3</sub>-C<sub>12</sub>cycloalkyl,

C<sub>4</sub>-C<sub>12</sub>cycloalkylalkyl, aryl, C<sub>7</sub>-C<sub>19</sub>aralkyl, C<sub>3</sub>-C<sub>12</sub> heterocyclyl, C<sub>3</sub>-C<sub>12</sub>heterocyclylalkyl, C<sub>4</sub>-C<sub>40</sub>heteroaryl and C<sub>3</sub>-C<sub>40</sub>heteroarylalkyl;

or R2 is a multi-ring structure having 2 to 4 rings wherein the rings are

independently selected from the group consisting of cycloalkyl, heterocyclyl, aryl and heteroaryl, where some or all of the rings may be fused to each other;

 $R^3 \ is \ selected \ from \ the \ group \ consisting \ of \ C_1-C_{12} alkyl, \ C_2-C_{12} alkenyl, \\ C_2-C_{12} hydroxyalkyl, \ C_2-C_{12} hydroxyalkenyl, \ C_2-C_{12} alkoxyalkyl, \ C_3-C_{12} cycloalkyl, \\ C_4-C_{12} cycloalkylalkyl, \ aryl, \ C_7-C_{19} aralkyl, \ C_3-C_{12} heterocyclylalkyl, \\ C_3-C_{12} het$ 

or R<sup>3</sup> is a multi-ring structure having 2 to 4 rings wherein the rings are independently selected from the group consisting of cycloalkyl, heterocyclyl, aryl and heteroaryl and where some or all of the rings may be fused to each other;

 $R^4, R^5 \ \text{and} \ R^6 \ \text{are each independently selected from hydrogen, fluoro, chloro,} \\ methyl, methoxy, trifluoromethyl, cyano, nitro or -N(R^{13})_2;$ 

 $R^7$ ,  $R^{7a}$ ,  $R^6$ ,  $R^{8a}$ ,  $R^9$ ,  $R^{9a}$ ,  $R^{10}$ , and  $R^{10a}$  are each independently selected from hydrogen or  $C_{1^*}O_3$ alkyl;

or R<sup>7</sup>-and-R<sup>7a</sup> together, or R<sup>8</sup> and R<sup>8a</sup>-together, or R<sup>9</sup> and R<sup>8a</sup>-together, or R<sup>4a</sup>-and R<sup>4a</sup>-together, or R<sup>4a</sup>-and R<sup>4a</sup>-together are an oxo-group, provided that when V<sub>a</sub>-is - C(O) , R<sup>7</sup> and R<sup>7a</sup>-together or R<sup>8</sup> and R<sup>8a</sup>-together do not form an oxo-group, while the remaining R<sup>7</sup>, R<sup>7a</sup>, R<sup>8</sup>, R<sup>8a</sup>, R<sup>9</sup>, R<sup>8a</sup>, R<sup>10</sup>, and R<sup>4a</sup>-are-each independently-selected from hydrogen or C<sub>4</sub>-C<sub>3</sub>alkyl;

or one of  $R^{10}$ ,  $R^{10a}$ ,  $R^7$ , and  $R^{7a}$  together with one of  $R^8$ ,  $R^{8a}$ ,  $R^9$  and  $R^{6a}$ -form an alkylene bridge, while the remaining  $R^{10}$ ,  $R^{10a}$ ,  $R^7$ ,  $R^7$ ,  $R^8$ ,  $R^9$ , and  $R^{8a}$  are each independently selected from hydrogen or  $C_3$ - $C_3$ alkyl; and

each R13 is independently selected from hydrogen or C₁-C₀alkyl;

a stereoisomer, enantiomer or tautomer thereof, a pharmaceutically acceptable salt thereof, a pharmaceutical composition thereof or a prodrug thereof.

45. (Original) The compound of Claim 44 wherein:

x and v are each 1:

Wa is -O-;

V<sub>a</sub> is -C(0)-:

R<sup>1</sup> is hydrogen or C₁-C<sub>6</sub>alkyl;

 $R^2 \ is \ selected from the group consisting of \ C_1-C_{12} alklyl, \ C_2-C_{12} alkenyl, \\ C_2-C_{12} hydroxyalkyl, \ C_2-C_{12} hydroxyalkenyl, \ C_3-C_{12} alkoxyalkyl, \ C_3-C_{12} cycloalkyl, \\ C_4-C_{12} cycloalkylalkyl, \ aryl, \ C_7-C_{19} aralkyl, \ C_3-C_{12} \ heterocyclyl, \ C_3-C_{12} heterocyclylalkyl, \\ C_1-C_1-2 heteroaryl \ and \ C_3-C_{12} heteroarylalkyl; \\ C_1-C_2-2 heteroarylalkyl, \ aryl, \ C_1-C_2-2 heteroarylalkyl; \\ C_1-C_2-2 heteroarylalkyl, \ aryl, \ C_3-C_1-2 heteroarylalkyl; \\ C_1-C_2-2 heteroarylalkyl, \ aryl, \ C_3-C_1-2 heteroarylalkyl; \\ C_3-C_1-2 heteroarylalkyl, \ aryl, \ C_3-C_1-2 heteroarylalkyl, \ aryl, \ a$ 

 $R^3 \ is \ selected \ from \ the \ group \ consisting \ of \ C_1-C_{12} alkyl, \ C_2-C_{12} alkenyl, \\ C_2-C_{12} hydroxyalkyl, \ C_2-C_{12} hydroxyalkenyl, \ C_2-C_{12} alkoxyalkyl, \ C_3-C_{12} cycloalkyl, \\ C_4-C_{12} cycloalkylalkyl, \ aryl, \ C_7-C_{19} aralkyl, \ C_3-C_{12} heterocyclyl, \ C_3-C_{12} heterocyclylalkyl, \\ C_1-C_{12} heteroaryl \ and \ C_3-C_{12} heteroarylalkyl; \\ C_1-C_{12} heteroaryl \ and \ C_3-C_{12} heteroarylalkyl; \\ C_1-C_{12} heteroarylalkyl, \ C_1-C_{12} heteroarylalkyl; \\ C_2-C_{12} heteroarylalkyl, \ C_3-C_{12} heteroarylalkyl; \\ C_3-C_{12} heteroarylalkyl, \ C_3-C_{12} heteroarylalkyl; \\ C_3-C_{12} heteroarylalkyl, \ C_3-C_{12} heteroarylalkyl; \\ C_3-C_{12} heteroarylalkyl, \ C_3-C$ 

 $R^4$ ,  $R^5$  and  $R^6$  are each hydrogen; and  $R^7$ ,  $R^{7a}$ ,  $R^8$ ,  $R^{8a}$ ,  $R^9$ ,  $R^{9a}$ ,  $R^{10}$ , and  $R^{10a}$  are each hydrogen.

46. (Original) The compound of Claim 45 wherein:

 $R^3$  is phenyl optionally substituted by one or more substituents selected from the group consisting of halo, cyano, nitro, hydroxy,  $C_1\text{-}C_0\text{elkyl},\,C_1\text{-}C_0\text{trihaloalky},\,C_1\text{-}C_0\text{trihaloalky},\,C_1\text{-}C_0\text{elkyl},\,N(R^{12})_2,\,-OC(O)R^{12},\,-C(O)OR^{12},\,-S(O)_2N(R^{12})_2,\,\text{cycloalkyl},\,\text{heterocyclyl},\,\text{heteroaryl and heteroarylcycloalkyl};\,\text{and}$ 

each  $R^{12}$  is independently selected from hydrogen,  $C_1$ - $C_6$ alkyl,  $C_3$ - $C_6$ cycloalkyl, aryl or aralkyl.

47. (Original) The compound of Claim 44 wherein:

x and y are each 1;

W<sub>0</sub> is -N(R<sup>1</sup>)-:

V<sub>a</sub> is -C(O)-:

R1 is hydrogen or C1-Cealkyl;

R2 is selected from the group consisting of C1-C12alkyl, C2-C12alkenyl,

$$\begin{split} &C_2\text{--}C_{12}\text{hydroxyalkyl}, \ C_2\text{--}C_{12}\text{hydroxyalkenyl}, \ C_3\text{--}C_{12}\text{alkoxyalkyl}, \ C_3\text{--}C_{12}\text{cycloalkyl}, \\ &C_4\text{--}C_{12}\text{cycloalkylalkyl}, \ \text{aryl}, \ C_7\text{--}C_{19}\text{aralkyl}, \ C_3\text{--}C_{12} \ \text{heterocyclyl}, \ C_3\text{--}C_{12}\text{heterocyclylalkyl}, \\ &C_1\text{--}C_{12}\text{heteroaryl} \ \text{and} \ \ C_3\text{--}C_{12}\text{heteroarylalkyl}; \end{split}$$

 $R^3 \text{ is selected from the group consisting of } C_1\text{-}C_{12}\text{alkyl}, C_2\text{-}C_{12}\text{alkenyl}, \\ C_2\text{-}C_{12}\text{hydroxyalkyl}, C_2\text{-}C_{12}\text{hydroxyalkenyl}, C_2\text{-}C_{12}\text{alkoxyalkyl}, C_3\text{-}C_{12}\text{cycloalkyl}, \\ C_4\text{-}C_{12}\text{cycloalkylalkyl}, \text{aryl}, C_7\text{-}C_{19}\text{aralkyl}, C_3\text{-}C_{12}\text{heterocyclyl}, C_3\text{-}C_{12}\text{heterocyclylalkyl}, \\ C_1\text{-}C_{12}\text{heteroaryl} \text{ and } C_3\text{-}C_{12}\text{heteroarylalkyl}; \\ \end{aligned}$ 

 $R^4$ ,  $R^5$  and  $R^6$  are each hydrogen; and  $R^7$ ,  $R^{7a}$ ,  $R^8$ ,  $R^{8a}$ ,  $R^9$ ,  $R^{8a}$ ,  $R^9$ ,  $R^{10}$ , and  $R^{10a}$  are each hydrogen.

48. (Original) The compound of Claim 47 wherein:
R³ is phenyl optionally substituted by one or more substituents selected from the

group consisting of halo, cyano, nitro, hydroxy,  $C_1$ - $C_6$ alkyl,  $C_1$ - $C_6$ trihaloalkyl,  $C_1$ - $C_6$ trihaloalkyl,  $C_1$ - $C_6$ alkylsulfonyl, -N(R<sup>12</sup>)<sub>2</sub>, -OC(O)R<sup>12</sup>, -C(O)OR<sup>12</sup>, -S(O)<sub>2</sub>N(R<sup>12</sup>)<sub>2</sub>, cycloalkyl, heterocyclyl, heteroaryl and heteroarylcycloalkyl, and

each  $R^{12}$  is independently selected from hydrogen,  $C_1$ - $C_0$ alkyl,  $C_3$ - $C_0$ cycloalkyl, aryl or aralkyl.

49. (Original) The compound of Claim 44 wherein:

x and v are each 1:

W<sub>a</sub> is -S(O)<sub>r</sub>- (where t is 0, 1 or 2);

V<sub>a</sub> is -C(O)-:

 $R^2$  is selected from the group consisting of  $C_1$ - $C_{12}$ alkyl,  $C_2$ - $C_{12}$ alkenyl,  $C_2$ - $C_{12}$ hydroxyalkyl,  $C_3$ - $C_{12}$ hydroxyalkenyl,  $C_3$ - $C_{12}$ alkoxyalkyl,  $C_3$ - $C_{12}$ cycloalkyl,  $C_3$ - $C_{12}$ cycloalkylalkyl, aryl,  $C_7$ - $C_{19}$ aralkyl,  $C_3$ - $C_{12}$  heterocyclyl,  $C_3$ - $C_{12}$ heterocyclylalkyl,  $C_1$ - $C_1$ - $C_1$ -heteroaryl and  $C_3$ - $C_1$ -heteroarylalkyl;

 $R^3 \text{ is selected from the group consisting of $C_1\text{-}C_{12}$alkyl, $C_2\text{-}C_{12}$alkenyl, $C_2\text{-}C_{12}$alkenyl, $C_2\text{-}C_{12}$bydroxyalkyl, $C_2\text{-}C_{12}$bydroxyalkyl, $C_2\text{-}C_{12}$cycloalkyl, $C_3\text{-}C_{12}$cycloalkyl, aryl, $C_7\text{-}C_{19}$aralkyl, $C_3\text{-}C_{12}$heterocyclyl, $C_3\text{-}C_{12}$heterocyclylalkyl, $C_3\text{-}C_{12}$heteroaryl and $C_3\text{-}C_{12}$heteroarylalkyl;}$ 

 $R^4$ ,  $R^5$  and  $R^6$  are each hydrogen; and  $R^7$ ,  $R^{7a}$ ,  $R^8$ ,  $R^{8a}$ ,  $R^9$ ,  $R^{9a}$ ,  $R^{10}$ , and  $R^{10a}$  are each hydrogen.

50. (Original) The compound of Claim 49 wherein:

 $R^3$  is phenyl optionally substituted by one or more substituents selected from the group consisting of halo, cyano, nitro, hydroxy,  $C_1\text{-}C_0\text{elikyl},\ C_1\text{-}C_0\text{trihaloalkoxy},\ C_1\text{-}C_0\text{elikyl},\ -N(R^{12})_2,\ -OC(O)R^{12},\ -C(O)OR^{12},\ -S(O)_2N(R^{12})_2,\ \text{cycloalkyl},\ \text{heteroaryleycloalkyl};\ \text{and}$ 

 $each\ R^{12}\ is\ independently\ selected\ from\ hydrogen,\ C_{1}\text{-}C_{6}alkyl,\ C_{3}\text{-}C_{6}cycloalkyl,}$  aryl or aralkyl.

51. (Original) A method of treating a disease or condition mediated by stearoyl-CoA desaturase (SCD) in a mammal, wherein the method comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of Claim 44.

 (Original) A pharmaceutical composition comprising a pharmaceutically acceptable excipient and a therapeutically effective amount of a compound of Claim 44.

## 53. (Currently Amended) A compound of formula (VIa):

wherein:

x and v are each independently 1, 2 or 3;

 $\mathsf{R}^1$  is selected from the group consisting of hydrogen,  $\mathsf{C}_1\text{-}\mathsf{C}_{12}$ alkyl,

C2-C12hydroxyalkyl, C4-C12cycloalkylalkyl and C7-C19aralkyl;

 $R^2$  is selected from the group consisting of  $C_7$ - $C_{12}$ alkyl,  $C_3$ - $C_{12}$ alkenyl,

 $C_7-C_{12} hydroxyalkyl, \ C_2-C_{12} alkoxyalkyl, \ C_3-C_{12} hydroxyalkenyl, \ C_3-C_{12} cycloalkyl,$ 

 $C_4-C_{12} cycloalkylalkyl,\ C_{13}-C_{19} aralkyl,\ C_3-C_{12} heterocyclylalkyl,\ and\ C_3-C_{12} heteroarylalkyl;$ 

or R<sup>2</sup> is a multi-ring structure having 2 to 4 rings wherein the rings are independently selected from the group consisting of cycloalkyl, heterocyclyl, aryl and heteroaryl, where some or all of the rings may be fused to each other;

 $R^3 is selected from the group consisting of C_3-C_{12}alkyl, C_3-C_{12}alkenyl, \\ C_3-C_{12}hydroxyalkyl, C_3-C_{12}hydroxyalkenyl, C_3-C_{12}alkoxy, C_3-C_{12}alkoxyalkyl, C_3-C_{12}cycloalkyl, \\ C_4-C_{12}cycloalkylalkyl, aryl, C_7-C_{19}aralkyl, C_3-C_{12}heterocyclyl, C_3-C_{12}heterocyclylalkyl, C_5-C_{12}heteroaryl and C_3-C_{12}heteroarylalkyl; \\$ 

or R<sup>3</sup> is a multi-ring structure having 2 to 4 rings wherein the rings are independently selected from the group consisting of cycloalkyl, heterocyclyl, aryl and heteroaryl and where some or all of the rings may be fused to each other;

R<sup>4</sup>, R<sup>5</sup> and R<sup>8</sup> are each independently selected from hydrogen, fluoro, chloro, methyl, methoxy, trifluoromethyl, cyano, nitro or -N(R<sup>13</sup>)<sub>2</sub>;

 $R^7$ ,  $R^{7a}$ ,  $R^8$ ,  $R^{9a}$ ,  $R^9$ ,  $R^{9a}$ ,  $R^{10}$ , and  $R^{10a}$  are each independently selected from hydrogen or  $C_1$ - $C_3$ alkyl;

or R7 and R7a together, or R8 and R8a together, or R9 and R9a together, or R10 and

R<sup>40a</sup> together are an exo group, provided that when V<sub>a</sub> is −C(O) , R<sup>7a</sup> and R<sup>7a</sup> together or R<sup>8</sup> and R<sup>8a</sup> together do not form an exo-group, while the remaining R<sup>7</sup>, R<sup>7a</sup>, R<sup>8</sup>, R<sup>8a</sup>, R<sup>9</sup>, R<sup>8a</sup>, R<sup>9</sup>, R<sup>9a</sup>, R<sup>10</sup>, and R<sup>40a</sup> are each independently selected from hydrogen or C<sub>4</sub>-C<sub>3</sub>alkyl;

or one of R<sup>10</sup>-R<sup>10a</sup>-R<sup>7</sup>, and R<sup>7a</sup> together with one of R<sup>8</sup>-R<sup>1a</sup>-R<sup>9</sup> and R<sup>9a</sup>-form an alkylene bridge, while the remaining R<sup>10</sup>-R<sup>10a</sup>-R<sup>2</sup>-R<sup>2a</sup>-R<sup>2</sup>-R<sup>8</sup>-R<sup>8</sup>-R<sup>9</sup>, and R<sup>9a</sup>-are each independently selected from hydrogen or C<sub>2</sub>-C<sub>3</sub>alkyl; and

each R<sup>13</sup> is independently selected from hydrogen or C<sub>1</sub>-C<sub>8</sub>alkyl; including a stereoisomer, enantiomer or tautomer thereof, a pharmaceutically acceptable salt thereof, a pharmaceutical composition thereof or a prodrug thereof.

54. (Original) The compound of Claim 53 wherein:

x and v are each 1;

R1 is hydrogen or C1-C6alkyl;

R<sup>2</sup> is selected from the group consisting of C<sub>7</sub>-C<sub>12</sub>alkyl, C<sub>3</sub>-C<sub>12</sub>alkenyl, C<sub>7</sub>-C<sub>12</sub>hydroxyalkyl, C<sub>2</sub>-C<sub>12</sub>alkoxyalkyl, C<sub>3</sub>-C<sub>12</sub>bydroxyalkenyl, C<sub>3</sub>-C<sub>12</sub>cycloalkyl, C<sub>3</sub>-C<sub>12</sub>bydroxyalkenyl, C<sub>3</sub>-C<sub>12</sub>cycloalkyl, C<sub>13</sub>-C<sub>12</sub>beterocyclylalkyl, and C<sub>3</sub>-C<sub>12</sub>heteroarylalkyl;

 $R^3$  is selected from the group consisting of  $C_3\text{-}C_{12}$  alkyl,  $C_3\text{-}C_{12}$  alkenyl,  $C_3\text{-}C_{12}\text{-}hydroxyalkyl, C_3\text{-}C_{12}\text{-}hydroxyalkenyl, }C_3\text{-}C_{12}\text{-}alkoxy, C_3\text{-}C_{12}\text{-}alkoxyalkyl, }C_3\text{-}C_{12}\text{-}closelkyl, \\ C_4\text{-}C_{12}\text{-}cycloalkylalkyl, aryl, }C_7\text{-}C_{19}\text{-}aralkyl, }C_3\text{-}C_{12}\text{-}heterocyclyl, }C_3\text{-}C_{12}\text{-}heterocyclylalkyl, }C_5\text{-}C_{12}\text{-}heteroxyl and }C_3\text{-}C_3\text{-}heteroxylalkyl;}$ 

R<sup>4</sup>, R<sup>5</sup> and R<sup>6</sup> are each hydrogen; and R<sup>7</sup>, R<sup>7a</sup>, R<sup>8</sup>, R<sup>8a</sup>, R<sup>9a</sup>, R<sup>10</sup>, and R<sup>10a</sup> are each hydrogen.

- 55. (Original) A method of treating a disease or condition mediated by stearoyl-CoA desaturase (SCD) in a mammal, wherein the method comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of Claim 53.
- (Original) A pharmaceutical composition comprising a pharmaceutically acceptable excipient and a therapeutically effective amount of a compound of Claim 53.

# 57. (Currently Amended) A compound of formula (VIb):

$$R^{2} = N$$

$$R^{1} = N$$

$$R^{10} = R^{10} = R^{7} = 0$$

$$R^{10} = R^{10} = R^{7} = 0$$

$$R^{10} = R^{10} = R^{10} = R^{10} = 0$$

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$$R^{10} = R^{10} = R^{10} = R^{10} = R^{10} = 0$$

$$R^{10} = R^{10} =$$

wherein:

x and y are each independently 1, 2 or 3;

each R<sup>1</sup> is independently selected from the group consisting of hydrogen,

C1-C12alkyl, C2-C12hydroxyalkyl, C4-C12cycloalkylalkyl and C7-C19aralkyl;

 $R^2 \text{ is selected from the group consisting of } C_1\text{-}C_{12} \text{alkyl}, C_2\text{-}C_{12} \text{alkenyl}, \\ C_2\text{-}C_{12} \text{hydroxyalkyl}, C_2\text{-}C_{12} \text{hydroxyalkenyl}, C_3\text{-}C_{12} \text{alkoxyalkyl}, C_3\text{-}C_{12} \text{cycloalkyl}, \\ C_4\text{-}C_{12} \text{cycloalkylalkyl}, \text{ aryl}, C_7\text{-}C_{19} \text{aralkyl}, C_3\text{-}C_{12} \text{ heterocyclyl}, C_3\text{-}C_{12} \text{heterocyclylalkyl}, \\ C_1\text{-}C_1\text{-}\text{heteroaryl} \text{ and } C_3\text{-}C_{12} \text{heteroarylalkyl}; \\ \end{aligned}$ 

or  $R^2$  is a multi-ring structure having 2 to 4 rings wherein the rings are independently selected from the group consisting of cycloalkyl, heterocyclyl, aryl and heteroaryl, where some or all of the rings may be fused to each other;

 $R^3$  is naphthyl or phenyl, each optionally substituted by one or more substituents selected from the group consisting of halo, cyano, nitro, hydroxy,  $C_1$ - $C_6$ alkyl,  $C_1$ - $C_6$ trihaloalkyl,  $C_1$ - $C_6$ trihaloalkyl,  $C_1$ - $C_6$ trihaloalkyl,  $C_1$ - $C_6$ trihaloalkyl,  $C_1$ - $C_6$ trihaloalkyl, heterocyclyl, heterocyclyl and heterocyclycloalkyl, provided that  $R^3$  is not phenyl substituted with optionally substituted thienyl, and provided that when  $R^3$  is naphthyl,  $R^2$  can not be  $C_1$ - $C_6$ alkyl,  $C_2$ - $C_6$ hydroxyalkyl or phenyl substituted by amino;

 $R^4$ ,  $R^5$  and  $R^6$  are each independently selected from hydrogen, fluoro, chloro, methyl, methoxy, trifluoromethyl, cyano, nitro or -N( $R^{13}$ )<sub>2</sub>;

 $R^7$ ,  $R^{7a}$ ,  $R^8$ ,  $R^{8a}$ ,  $R^9$ ,  $R^{9a}$ ,  $R^{10}$ , and  $R^{10a}$  are each independently selected from hydrogen or  $C_7$ - $C_3$ alkyl;

or  $\mathbb{R}^7$  and  $\mathbb{R}^{7a}$  together, or  $\mathbb{R}^8$  and  $\mathbb{R}^{8a}$  together, or  $\mathbb{R}^9$  and  $\mathbb{R}^{8a}$  together, or  $\mathbb{R}^{10a}$  together are an oxo group, provided that when  $V_a$  is  $-\mathbb{C}(O)$ ,  $\mathbb{R}^7$  and  $\mathbb{R}^{7a}$  together or  $\mathbb{R}^8$  and  $\mathbb{R}^{8a}$  together do not form an oxo group, while the remaining  $\mathbb{R}^7$ ,  $\mathbb{R}^{7a}$ ,  $\mathbb{R}^8$ ,  $\mathbb{R}^{8a}$ ,  $\mathbb{R}^9$ ,  $\mathbb{R}^{8a}$ ,  $\mathbb{R}^{10}$ , and  $\mathbb{R}^{10a}$  are each independently selected from hydrogen or  $\mathbb{C}_*$   $\mathbb{C}_*$ 3alkyl;

or one of  $R^{10}$ ,  $R^{100}$ ,  $R^7$ , and  $R^{70}$  together with one of  $R^8$ ,  $R^{80}$ ,  $R^9$  and  $R^{80}$ -form an alkylene bridge, while the remaining  $R^{10}$ ,  $R^{100}$ ,  $R^7$ ,  $R^{70}$ ,  $R^8$ ,  $R^{80}$ ,  $R^9$ , and  $R^{90}$  are each independently selected from hydrogen or  $C_3$ - $C_3$ alkyl;

each  $R^{12}$  is independently selected from hydrogen,  $C_1$ - $C_8$ alkyl,  $C_2$ - $C_6$ cycloalkyl, aryl or aralkyl; and

each R13 is independently selected from hydrogen or C1-Calkyl:

a stereoisomer, enantiomer or tautomer thereof, a pharmaceutically acceptable salt thereof, a pharmaceutical composition thereof or a prodrug thereof.

58. (Original) The compound of Claim 57 wherein:

x and y are each 1;

R1 is hydrogen or C1-C6alkyl:

 $R^2 is selected from the group consisting of C_1-C_{12}alkyl, C_2-C_{12}alkenyl, \\ C_2-C_{12}hydroxyalkyl, C_2-C_{12}hydroxyalkenyl, C_3-C_{12}alkoxyalkyl, C_3-C_{12}cycloalkyl, \\ C_4-C_{12}cycloalkylalkyl, aryl, C_7-C_{19}aralkyl, C_3-C_{12} heterocyclyl, C_3-C_{12}heterocyclylalkyl, \\ C_4-C_4-heteroaryl and C_3-C_4-heteroarylalkyl; \\ C_4-C_4-heteroaryl and C_3-C_4-heteroarylalkyl; \\ C_4-C_4-heteroaryl and C_3-C_4-heteroarylalkyl; \\ C_4-C_5-heteroarylalkyl, \\ C_5-C_6-heteroarylalkyl, \\ C_7-C_8-heteroarylalkyl, \\ C_8-C_8-heteroarylalkyl, \\ C_8-C_8-heter$ 

 $R^3 \ \text{is naphthyl or phenyl, each optionally substituted by one or more substituents} \\ \text{selected from the group consisting of halo, cyano, nitro, hydroxy, $C_1-C_e$alkyl, $C_1-C_e$trihaloalkyl, $C_1-C_e$trihaloalkoxy, $C_1-C_e$alkylsulfonyl, $-N(R^{12})_2$, $-OC(O)R^{12}$, $-C(O)OR^{12}$ or $-S(O)_2N(R^{12})_2$;} \\ \text{The substitution of the substitution of t$ 

R4. R5 and R6 are each hydrogen:

R7 R7a R8 R8a, R9, R9a, R10, and R10a are each hydrogen; and

 $each\ R^{12}\ is\ independently\ selected\ from\ hydrogen,\ C_{1}\text{-}C_{6}alkyl,\ C_{3}\text{-}C_{c}cycloalkyl,}$  aryl or aralkyl.

59. (Original) The compound of Claim 58 wherein:

 $R^2$  is  $C_7$ - $C_{12}$ aralkyl optionally substituted by one or more substituents selected from the group consisting of halo,  $C_1$ - $C_3$ alkyl and  $C_1$ - $C_4$ trihaloalkyl; and

 $R^3 \text{ is phenyl optionally substituted by one or more substituents selected from the group consisting of halo, $C_1-C_6$trihaloalkyl and $C_1-C_6$trihaloalkyl.}$ 

60. (Original) The compound of Claim 59 selected from the group consisting of the following:

5-[4-(2-Trifluoromethyl-benzoyl)-piperazin-1-yll-pyridine-2-carboxylic acid (3-phenyl-propyl)-

amide:

5-[4-(2-Trifluoromethyl-benzoyl)-piperazin-1-yl]-pyridine-2-carboxylic acid phenethyl-amide;

- 5-[4-(2-Trifluoromethylbenzoyl)piperazin-1-yl]pyridine-2-carboxylic acid [2-(4-fluorophenyl)ethyl]amide;
- 5-[4-(2-Trifluoromethyl-benzoyl)-piperazin-1-yl]-pyridine-2-carboxylic acid [3-(4-fluoro-phenyl)-propyl]-amide;
- 5-[4-(2-Trifluoromethyl-benzoyl)-piperazin-1-yl]-pyridine-2-carboxylic acid 4-trifluoromethylbenzylamide;
- 5-[4-(2-Trifluoromethyl-benzoyl)-piperazin-1-yl]-pyridine-2-carboxylic acid [3-(4-trifluoromethyl-phenyl)-propyl]-amide; and
- 5-[4-(2-Trifluoromethyl-benzoyl)-piperazin-1-yl]-pyridine-2-carboxylic acid [2-(4-trifluoromethyl-phenyl)-ethyll-amide.
  - 61. (Original) The compound of Claim 58 wherein:

R2 is C1-C12alkyl or C2-C12alkenyl; and

 $R^{s} \text{ is phenyl optionally substituted by one or more substituents selected from the group consisting of halo, <math>C_{1}$ - $C_{6}$ likyl,  $C_{1}$ - $C_{6}$ trihaloalkyl and  $C_{1}$ - $C_{6}$ trihaloalkoxy.

- 62. (Original) The compound of Claim 61 selected from the group consisting of the following:
- 5-[4-(2-Trifluoromethyl-benzoyl)-piperazin-1-yl]-pyridine-2-carboxylic acid (3-methyl-butyl)amide;
- 5-[4-(2-Trifluoromethyl-benzoyl)-piperazin-1-yl]-pyridine-2-carboxylic acid hexylamide;
- $\hbox{\bf 5-[4-(2-Trifluoromethyl-benzoyl)-piperazin-1-yl]-pyridine-2-carboxylic acid pentylamide;}\\$
- 5-[4-(4-Fluoro-2-trifluoromethyl-benzoyl)-piperazin-1-yl]-pyridine-2-carboxylic acid (3-methyl-butyl)-amide; and
- 5-[4-(5-Fluoro-2-trifluoromethyl-benzoyl)-piperazin-1-yl]-pyridine-2-carboxylic acid (3-methyl-butyl)-amide.
  - 63. (Original) The compound of Claim 58 wherein:

R2 is C3-C12cycloalkyl or C4-C12cycloalkylalkyl, and

 $R^3$  is phenyl optionally substituted by one or more substituents selected from the group consisting of halo,  $C_1$ - $C_6$ alkyl,  $C_1$ - $C_6$ trihaloalkyl and  $C_1$ - $C_6$ trihaloalkoxy.

64. (Original) The compound of Claim 63 selected from the group consisting of the following:

- 5-[4-(2-Trifluoromethylbenzoyl)piperazin-1-yl]pyridine-2-carboxylic acid (3-cyclohexyl-propyl)amide;
- 5-[4-(6-Trifluoromethyl-cyclohexa-1,3-dienecarbonyl)-piperazin-1-yl]-pyridine-2-carboxylic acid (2-cyclohexyl-ethyl)-amide; and
- 5-[4-(2-Trifluoromethyl-benzoyl)-piperazin-1-yl]-pyridine-2-carboxylic acid cyclohexylmethylamide
  - 65. (Original) The compound of Claim 58 wherein:

 $R^2 is \ C_3 - C_{12} heterocyclylalkyl optionally substituted by one or more substituents selected from the group consisting of halo, cyano, nitro, hydroxy, <math>C_1$ - $C_6$ alkyl,  $C_1$ - $C_6$ trihaloalkyl,  $C_1$ - $C_6$ trihaloalkoxy,  $C_1$ - $C_6$ trihaloalkox

 $R^3 \ \text{is phenyl optionally substituted by one or more substituents selected from the group consisting of halo, $C_1-C_8$ drihaloalky, $C_1-C_8$ trihaloalky, and $C_1-C_8$ trihaloalky; and $C_1-C_8$ trihaloalky.}$ 

each  $R^{12}$  is independently selected from hydrogen,  $C_1$ - $C_0$ alkyl,  $C_2$ - $C_0$ cycloalkyl, aryl or aralkyl.

- 66. (Original) The compound of Claim 65 wherein  $R^2$  is 2-piperazinylethyl optionally substituted by -C(O)OR<sup>12</sup>.
- (Original) The compound of Claim 66, namely, 4-[2-({5-[4-(2-Trifluoromethylbenzoyl)-piperazin-1-yl]-pyridine-2-carbonyl]-amino)-ethyl]-piperazine-1-carboxylic acid tertbutyl ester.
  - 68. (Original) The compound of Claim 58 wherein:

R<sup>2</sup> is C<sub>7</sub>-C<sub>12</sub>aralkyl optionally substituted by one or more substituents selected from the group consisting of halo, C<sub>1</sub>-C<sub>3</sub>alkyl and C<sub>1</sub>-C<sub>6</sub>trihaloalkyl; and

 $R^3$  is naphthyl optionally substituted by one or more substituents selected from the group consisting of halo,  $C_1$ - $C_6$ alkyl,  $C_1$ - $C_6$ trihaloalkyl and  $C_1$ - $C_6$ trihaloalkoxy.

69. (Original) The compound of Claim 68 selected from the group consisting of the

#### following:

5-[4-(Naphthalene-1-carbonyl)-piperazin-1-yl]-pyridine-2-carboxylic acid (3-phenyl-propyl)amide; and

5-[4-(Naphthalene-1-carbonyl)piperazin-1-yl]pyridine-2-carboxylic acid phenethylamide.

- 70. (Original) A method of treating a disease or condition mediated by stearoyl-CoA desaturase (SCD) in a mammal, wherein the method comprises administering to a mammal in need thereof a therapeutically effective amount of a compound of Claim 57.
- (Original) A pharmaceutical composition comprising a pharmaceutically acceptable excipient and a therapeutically effective amount of a compound of Claim 57.

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